

1 Q. Are you prepared to give complete,
2 unevasive, and binding answers on behalf of PES
3 and PWT with regard to Topic No. 2, which is the
4 legal and factual basis for defendants' contention
5 that their actions were based upon a reasonable,
6 good faith belief that their actions were not in
7 violation of the FLSA?

8 A. Yes.

9 Q. Are you prepared to give complete,
10 unevasive, and binding answers on behalf of PES
11 and PWT?

12 MR. HARVEY:

13 We'll stipulate that he's here to
14 testify and give answers, nonevasive and
15 binding answers, to all 15 topics.

16 MR. FILTEAU:

17 All right.

18 Q. Do you understand that this deposition
19 is being taken not only of PES and PWT but also of
20 you in your individual capacity?

21 A. Yes.

22 Q. When was PES formed?

23 A. I believe it was August of 2008.

24 Q. And can you describe the corporate
25 structure of PES?

1 A. Yes. There was only one company
2 underneath it.

3 Q. And I think you said that Priority
4 Energy Services is no longer under Priority Energy
5 Holdings; is that true?

6 A. It's no longer an active company.

7 Q. And when did Priority Energy Services
8 cease to be an active company?

9 A. The assets were sold July 20th, 2015.

10 Q. And what happened to the liabilities?

11 A. What do you mean? Which liabilities?

12 Q. Well, you said the assets of PES were
13 sold July 20, 2015. Did those assets include the
14 company's liabilities?

15 A. It was just an asset sale.

16 Q. Okay. So are the liabilities owned by
17 Priority Energy Holdings, or are they owned by
18 what is left of PES?

19 MR. HARVEY:

20 Objection. Calls for a legal
21 conclusion.

22 Q. To the best of your knowledge.

23 A. Within Priority Energy Services.

24 Q. But PES as of today does not have any
25 assets?

1 A. Correct.

2 Q. Now, I think you said earlier that at
3 the time PWT also became a wholly-owned subsidiary
4 of Priority Energy Holdings; is that true?

5 A. No, it's not true. It's majority held
6 by Priority Energy Holdings.

7 Q. Okay.

8 (Exhibit 2 marked for identification.)

9 EXAMINATION BY MR. FILTEAU:

10 Q. Let me hand you what's been marked
11 Exhibit 2 to your deposition. Can you identify
12 Exhibit 2?

13 A. The Articles of Organization.

14 Q. Of PES?

15 A. Yes.

16 Q. And this is the company that was -- I
17 guess was it started by Chris Abide? Was he the
18 actual person who started the company?

19 A. Keith Andrews I believe started it, in
20 Chris' name maybe perhaps. I'm not sure.

21 Q. Okay. Who's Chris Andrews?

22 A. Keith Andrews. He's the guy that signed
23 as organizer.

24 Q. Okay. Did he have anything to do with
25 running the company, or was he just the

1 A. There's currently debt outstanding with
2 Capital One. It did not satisfy all the debt.

3 Q. Okay. And is that debt solely related
4 to PES, or is it related to the holding company or
5 to other divisions?

6 A. All debt was held in the holding
7 company. The bank notes were held in the holding
8 company.

9 Q. Okay.

10 (Exhibit 4 marked for identification.)

11 EXAMINATION BY MR. FILTEAU:

12 Q. Mr. Duplechin, let me show you what's
13 been marked as Exhibit 4 to your deposition. Do
14 you recognize Exhibit 4?

15 A. I do.

16 Q. And what is it?

17 A. It's the Certificate of Formation for an
18 LLC for Priority Well Testing, LLC.

19 Q. And Priority Well Testing, LLC was
20 formed in Texas, correct?

21 A. Correct.

22 Q. It looks like it had five managers --
23 Chris Abide, you, Kelly Raper, Dustin Nichols, and
24 Russ Bird, correct?

25 A. Correct.

1 Q. Does the company have five managers
2 today?

3 A. The assets were sold Friday. So the
4 company now has no assets. Russell Bird is with a
5 new company that purchased the assets. Dustin
6 Nichols left. Chris Abide is no longer working
7 with Priority Well Testing, neither is Kelly
8 Raper.

9 Q. So the assets were sold on November
10 11th?

11 A. Yes.

12 Q. And Russell Bird is with the new company
13 that purchased those assets?

14 A. Correct.

15 Q. What's the name of the company that
16 purchased the assets?

17 A. I think it's K&B Well Testing or K&B
18 Oilfield Services. I forget.

19 Q. And Chris Abide is no longer handling
20 anything related to PWT?

21 A. Correct. It's a dormant company, no
22 working assets. So there might be some wind-up
23 business but not active.

24 Q. Was Russell Bird an officer with K&B
25 prior to purchasing the assets where he formed K&B

1 Airgas Priority Nitrogen.

2 Q. And Airgas Priority Nitrogen isn't
3 associated with the Airgas that bought the assets
4 of PES, correct?

5 A. It is associated with it.

6 Q. It is?

7 A. Yes.

8 Q. So Mr. Abide's company purchased the
9 assets of PES?

10 A. Airgas purchased the assets of PES.
11 Chris Abide was retained to run that company.

12 Q. In what position?

13 A. President.

14 Q. When PWT was a going concern under the
15 holding company of Priority Energy Holdings, who
16 had final decision-making authority of PWT?

17 A. Who had final decision-making of PWT?
18 The board of Priority Energy Holdings.

19 Q. And who were the managing members of
20 PWT?

21 A. Russell Bird.

22 Q. Russell Bird. Was he in charge of --

23 A. He's the vice president of Well Tests.
24 He ran day-to-day operations.

25 Q. Okay. When did Russell Bird begin

1 running PWT?

2 A. He ran the well test division when it
3 was included within the Priority Energy Services
4 company. We acquired the assets of Stomaco I
5 believe in early 2011, and Russell Bird was
6 managing the company then, and we retained him to
7 manage the Well Tests.

8 Q. So he started managing Well Tests in
9 2011?

10 A. With the acquisition of Stomaco.

11 Q. So the answer to my question is yes?

12 A. As soon as he became an employee of
13 Priority Energy Services, he was managing the Well
14 Test company.

15 Q. I guess HE was formerly employed with
16 Stomaco; is that true?

17 A. Correct.

18 Q. Now, who is your employer as you sit
19 here today?

20 A. Airgas Priority Nitrogen is my
21 employer.

22 Q. So you report to Russell Bird, or do you
23 report to Chris Abide?

24 A. Airgas Priority Nitrogen has nothing to
25 do with any of these guys.

1 9 is another memo from Russell Bird to all
2 employees, true?

3 A. Yes.

4 Q. And the date on this document is January
5 16, 2015, correct?

6 A. Correct.

7 Q. And Mr. Bird writes that "we met with
8 several of our customers about next year's
9 business," And, "We were told that we will have
10 to reduce our pricing in order to keep their
11 work." This is a reflection that the market is
12 tightening up, true?

13 A. Correct.

14 Q. He then indicates that the Level 6 and 7
15 day rates for Odessa and Pleasanton are going to
16 be brought back down to what they were before he
17 wrote Exhibit 8, true?

18 A. Correct.

19 Q. And then he writes that Level 4 and 5
20 salaries are going to be converted to hourly,
21 true?

22 A. True.

23 Q. Were you involved in the discussions
24 that led to the decision to pay Levels 4 and 5 by
25 the hour rather than salary?

1 A. I was.

2 Q. And what was the factual basis for
3 changing Levels 4 and 5 from salary to hourly?

4 MR. HARVEY:

5 Let me caution the witness that if
6 any of the decision was made in
7 conjunction with consulting an attorney,
8 I'm going to instruct you not to answer
9 it.

10 Q. I don't want to know anything about your
11 discussions with an attorney. All I want to know
12 is the company's factual basis for changing the
13 salaries of Level 4 and 5 employees to an hourly
14 rate.

15 MR. HARVEY:

16 And I'm going to give you the same
17 instruction. If the factual basis and
18 legal basis are intertwined and was part
19 of the discussion with an attorney, I'm
20 going to instruct you not to answer.

21 A. I'm going to follow the advice.

22 MR. FILTEAU:

23 All right. We're going to have to
24 come back.

25 Q. Is your answer going to be the same for

1 the legal basis for changing Levels 4 and 5 from a
2 salary to an hourly basis?

3 MR. HARVEY:

4 I'm going to make the same caution.
5 And I'm also going to object on
6 relevance and instruct you not to
7 answer.

8 Q. Are you going to follow your attorney's
9 advice?

10 A. Yes.

11 Q. A little bit down on the memo that's
12 attached as Exhibit 9, Mr. Bird writes that,
13 "Previously, with hourly pay, we have credited
14 employees 21 hours each day on location." He
15 says, "We are raising that and will credit each
16 employee 24 hours for each day on location." Were
17 you involved in the discussions to change that
18 policy?

19 A. Yes.

20 Q. And what led to that change?

21 MR. HARVEY:

22 The same instruction. If it
23 involves consultation with an attorney,
24 I'm going to instruct you not to answer
25 as privileged.

1 THE WITNESS:

2 Yeah.

3 Q. And with regard to the attorney who you
4 consulted with regard to the decisions to convert
5 salary to hourly for Levels 4 and 5, which is
6 reflected in Exhibit 9, would you identify the
7 name of that attorney?

8 MR. HARVEY:

9 You can answer.

10 A. I believe this is by the time that --
11 was it Munch -- when Micheal was involved.

12 Q. So Micheal Harvey was one of the
13 attorneys that you're referring to?

14 A. I believe it was about this time.

15 Q. Any other attorneys whose opinions you
16 were relying on?

17 A. No.

18 Q. And can you tell me the dates of
19 consultation with your attorney?

20 A. I can't recollect.

21 Q. Can you tell me the names of the
22 Priority employees who were consulting with the
23 attorney? And this is Mr. Harvey I'm referring
24 to.

25 A. Mostly it was myself and Deb King.

1 Q. You say "mostly." Were there other
2 employees involved?

3 A. Chris Abide was the president. So he
4 was in some of these conversations.

5 Q. And with regard to these changes that
6 are referenced in Exhibit 9, were there documents
7 generated either by Mr. Harvey or his office and
8 Priority discussing these changes?

9 A. Documents?

10 Q. E-mails, letters, that sort of thing?

11 A. Possibly. We had a lot of phone
12 calls.

13 Q. You're not sure if there was anything in
14 writing?

15 A. I'm sure there was e-mails, but, you
16 know, again, a lot of this was over conference
17 calls.

18 Q. Would those e-mails still be in
19 existence today?

20 A. Possibly.

21 Q. Is there a reason why some of them would
22 have been deleted?

23 MR. HARVEY:

24 Objection. Don't answer that.

25 Q. You want to follow your attorney's

1 instruction?

2 A. Right.

3 Q. Mr. Bird also writes at the bottom of
4 Exhibit 9 that, "As in the past, employees need to
5 remember to clock in before leaving to work in the
6 field and then clock out when they are relieved to
7 return home." Do you see that?

8 A. I do.

9 Q. Do you know whether Allen and Harris
10 were required to clock in before leaving to work
11 in the field and then clock out when they were
12 relieved to return home?

13 A. I'm not sure since they were salary.

14 Q. Who would know that information?

15 A. Russell Bird.

16 Q. Would Debbie King also actually have
17 possession of the clock in and clock out reports?

18 MR. HARVEY:

19 Objection. It assumes facts not in
20 evidence. It assumes that the records
21 of Mr. Allen and Mr. Harris exist. The
22 witness has testified he doesn't know if
23 they were required to clock in or out.

24 Q. If they were required to clock in or
25 out, would those records be in the care, custody,

1 Q. Okay. And on August 22nd, 2012, who
2 employed Debbie King?

3 A. Energy Services.

4 Q. And was her position HR?

5 A. Yes.

6 Q. Was she head of HR?

7 A. I mean, we were a small company so she
8 handled that among other things.

9 Q. And who did she report to?

10 A. We didn't really have a clear
11 organization structure. Again, we were a small
12 company. I managed a lot of her work. So I guess
13 you could say me.

14 Q. Did she have any employees that reported
15 to her?

16 A. No.

17 Q. And I think earlier you said that you
18 did not remember who Micheal Tusa -- what his firm
19 name was; is that true?

20 A. Correct.

21 Q. But he was an outside lawyer?

22 A. Correct.

23 Q. And this -- I don't want to know about
24 any attorney-client privilege information. But it
25 says in the Description, "E-mail regarding legal

1 advice relating to legal proceedings." Was there
2 an actual lawsuit going on at the time?

3 A. No.

4 Q. Okay. Do you know what legal
5 proceedings were going on, if any?

6 MR. HARVEY:

7 Objection. I'm going to instruct
8 you not to answer that one.

9 A. I'm not going to answer.

10 MR. HARVEY:

11 Based on privilege.

12 Q. On April 27, 2015, another e-mail was
13 sent, this time from Dennis Clifford to Debbie
14 King with a cc to John Collins. Do you see
15 that?

16 A. Uh-huh (affirmatively).

17 Q. Is that a "yes"?

18 A. Yes.

19 Q. Who is Dennis Clifford?

20 A. The name does not ring a bell.

21 Q. You don't know who he is?

22 A. No. It might be related to that coil
23 tubing.

24 Q. But you're not sure?

25 A. Not sure.

1 A. You promise?

2 Q. Promise.

3 (Exhibit 16 marked for identification.)

4 EXAMINATION BY MR. FILTEAU:

5 Q. Let me hand you what's been marked as
6 Plaintiff's Exhibit 16. Have you seen that
7 document before?

8 A. I have.

9 Q. And when did you see this document the
10 first time?

11 MR. HARVEY:

12 Objection. I'm going to instruct
13 you not to answer.

14 MR. FILTEAU:

15 Are you claiming attorney-client
16 privilege on this document?

17 MR. HARVEY:

18 Yes. Any transfer of this document
19 from you to them indicated by -- or from
20 us to them would be privileged and a
21 part of work product and client
22 communication.

23 Q. Did you have any discussions with
24 Mr. Abide about Plaintiff's Exhibit 16 that was
25 not attended by an attorney?

1 MR. HARVEY:

2 I'm going to object and instruct you
3 not to answer.

4 A. I'm following the advice of counsel.

5 Q. I'm not asking you anything about your
6 discussions with your attorney. I'm asking you if
7 you had a meeting to discuss Plaintiff's Exhibit
8 16 with anyone within the company who is not a
9 lawyer and that meeting was not attended by an
10 attorney.

11 MR. HARVEY:

12 And I'm going to object as
13 privileged. The document was provided
14 to counsel. Any relay of this document
15 to any Priority employees and discussion
16 of it, especially at that high level of
17 President, CFO, would be privileged.

18 (Exhibit 17 marked for identification.)

19 EXAMINATION BY MR. FILTEAU:

20 Q. Let me hand you what's been marked as
21 Plaintiff's Exhibit No. 17. Are you going to
22 refuse to answer any questions about Plaintiff's
23 Exhibit 17 due to the privilege being asserted by
24 your attorney?

25 MR. HARVEY:

1 We're not going to prospectively
2 assert privileges. If you have
3 questions that are not privileged, we'll
4 answer them.

5 Q. Were you a participant in any
6 discussions with regard to how to respond to
7 Plaintiff's Exhibit 16?

8 MR. HARVEY:

9 We are going to object to that
10 question as privileged and instruct you
11 not to answer.

12 THE WITNESS:

13 Yeah.

14 Q. And did you have any meetings not
15 attended by an attorney with regard to how to
16 respond to Plaintiff's Exhibit 16?

17 MR. HARVEY:

18 Same objection. Instruct you not to
19 answer.

20 A. I'm not going to answer.

21 Q. Do you know who approved Plaintiff's
22 Exhibit 17 before it went out?

23 MR. HARVEY:

24 The same objection.

25 A. Yeah, I'm objecting.

1 Q. Do you know if Plaintiff's Exhibit 17
2 was approved by the head of Priority before it
3 went out?

4 MR. HARVEY:

5 The same objection. Instruct you
6 not to answer.

7 A. I'm not going to answer.

8 Q. Have you ever been a witness or a party
9 to other lawsuits?

10 A. I've been deposed once before.

11 Q. And what kind of case was that?

12 A. Trademark case. Or a patent case.

13 Q. And who were you employed by when you
14 gave that deposition?

15 A. Priority.

16 Q. Was that fairly recent?

17 A. It was probably three or four years
18 ago.

19 Q. And what was the nature of your
20 involvement in that case? Were you simply a
21 witness?

22 A. Just a corporate, a general corporate --
23 Basically the same thing here.

24 Q. You were a corporate representative?

25 A. Correct.

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
MIDLAND-ODESSA DIVISION

MICHEAL ALLEN, NATHAN SCOTT
HARRIS

Plaintiffs,

v.

PRIORITY ENERGY SERVICES, LLC and
PRIORITY WELL TESTING, LLC

Defendants.

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§
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§

Civil Action No. 7:16-cv-47-DAE

JURY DEMANDED

PLAINTIFFS' NOTICE OF INTENT TO TAKE ORAL
DEPOSITION OF PRIORITY ENERGY SERVICES, LLC AND
PRIORITY WELL TESTING, LLC

TO: Defendants Priority Energy Services, LLC and Priority Well Testing, LLC, by and through their attorneys of record, Daniel Pipitone, Michael A. Harvey, Brenna Hill, Munsch Hart Kopf & Harr, P.C., 700 Milam, Suite 2700, Houston, Texas 77002.

PLEASE TAKE NOTICE that on Tuesday, November 15, 2016, beginning at 9:30 a.m., pursuant to F.R.C.P. 30(b)(6), Plaintiffs Micheal Allen and Nathan Scott Harris will take the oral deposition of Priority Energy Services, LLC and Priority Well Testing, LLC, ("Priority"), by and through its designated corporate representative identified as Alex Duplechin, on the following topics:

- (1) Defendants' organizational structure and management;
- (2) The legal and factual basis for Defendants' contention that their actions were based upon a reasonable, good faith belief that their actions were not in violation of the FLSA;
- (3) The legal and factual basis for Defendants' contention that they did not willfully violate the FLSA;
- (4) The legal and factual basis regarding any claimed exemption to Plaintiffs' overtime pay by Defendants;



EXHIBIT A

- (5) The legal and factual basis underlying any of Defendants' defenses and affirmative defenses;
- (6) Defendants' analysis or investigation of whether Plaintiffs' position was exempt under the FLSA; including:
 - (a) The identity of individuals (internally or externally) who provided information or handled decision-making regarding exemption;
 - (b) The dates that Defendants (and their agents) made any investigation, decision, or review;
 - (c) The facts relied upon to determine that Allen's position was exempt under the FLSA; and
 - (d) The facts relied upon to determine that Harris' position was exempt under the FLSA.
- (7) The identity of the person(s) in charge of FLSA compliance for Defendants;
- (8) Other internal or external complaints, investigations, lawsuits, or citations regarding allegations of Defendants' violation of federal and state laws and regulations concerning the payment of wages, including the Fair Labor Standards Act;
- (9) Defendants' discovery responses and production;
- (10) Defendants' record keeping practices regarding documents and communications;
- (11) Time worked by Plaintiffs including:
 - (a) Methods for tracking and reporting time spent working;
 - (b) Most accurate methods for determining the hours actually worked by Plaintiffs;
- (12) The identities of individuals who may have personal knowledge regarding the subject matter of this lawsuit;
- (13) Plaintiffs' employment, including:
 - (a) The on-boarding processes, job requirements, and training;
 - (b) Work schedule and hours worked;
 - (c) Job duties and responsibilities;

- (d) Promotions and demotions;
 - (e) Policies and procedures (written or unwritten) regarding any aspect of Plaintiffs' employment; and
- (14) Plaintiffs' compensation, including:
- (a) Wages, salaries, bonuses, and overtime;
 - (b) Fringe and other benefits; and
 - (c) Methods for tracking Plaintiff's compensation.
- (15) Plaintiffs' settlement offers and Defendants' response.

Priority Energy Services, LLC and Priority Well Testing, LLC have designated Alex Duplechin as their corporate representative to testify pursuant to F.R.C.P. 30(b)(6), and Priority has been notified that it must prepare the witness so he will give complete, unevasive and binding answers on behalf of Priority regarding the above-referenced topics. The witness will also be deposed in his individual capacity.

The deposition will take place at the Regus Business Center, 201 Saint Charles Avenue, Suite 2500, New Orleans, La. 70170, continuing day-to-day until completed, stenographically recorded by a court reporter, and may be videotaped. You are invited to attend and cross-examine. Said deposition, when completed, is intended to be used as evidence at trial of this action, or for any other lawful and proper purpose.

Respectfully submitted,

THE LAW OFFICES OF FILTEAU & SULLIVAN, LTD, LLP

/s/Robert J. Filteau

Robert J. Filteau

State Bar No. 06997300

John A. Sullivan III

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ATTORNEYS FOR PLAINTIFFS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Notice of Intent to Take Oral Deposition has been sent to all known counsel of record via certified mail, return receipt requested and/or facsimile and/or electronic mail delivery on this 14th day of October, 2016.

Daniel Pipitone

Michael A. Harvey

Brenna Hill


Munsch Hart Kopf & Harr, P.C.

700 Milam, Suite 2700

Houston, Texas 77002

/s/Robert J. Filteau

Robert J. Filteau

	Personnel Action Form	HSE 100-17
		10/08/2012

Employee Personal Data					
Name (Last, First, MI) <u>Michael Allen C.</u>			Date of Birth: mm/dd/yyyy		
SSN			Date of Hire: mm/dd/yyyy <u>5/21/2013</u>		
Business: Nitrogen Wireline <u>Well Testing</u> Corporate (circle) Coiled Tubing Production Equipment Lifts Roustabout Vac Services Water Transfer			Office Location: <u>MIDLAND, TX. Odessa TX</u>		
Employee Contact Information (Section must be completed for all actions)					
Street Address <u>P.O. Box 61606</u>					
City <u>Lafayette</u>		State <u>LA</u>		Zip Code <u>70596</u>	
E-mail Address <u>icormier@cox.net</u>		Home Phone <u>(337) 962-6953</u>		Cell Phone <u>(337) 962-5583</u>	
Emergency Contact Name <u>Inea Allen</u>		Contact Phone <u>SAME as above</u>		Relationship <u>wife</u>	
Type of Personnel Action (circle one)					
New Hire / Rehire	Pay Rate: <u>4000 month / \$375 day</u>		Job Title: <u>Level 10 Sr. Operator</u>		Division: <u>Well Testing</u>
	Phone Allowance: YES <u>(NO)</u> Amount: <u>00.00</u>		Vehicle Allowance: YES <u>(NO)</u> Amount: <u>500.00</u>		Other: (Bonus/ Vacation, etc) <u>H2S: 402</u>
Job Change	Current Title:		Current Department:		
	New Title:		New Department:		
Pay Rate Change	Current Monthly Rate:		Current Hourly Rate:		Current Day Rate:
	New Monthly Rate:		New Hourly Rate:		New Day Rate:
	Reason:	Merit	Job Reclassification	Other (explain)	
		Promotion	Additional Duties		
Termination	Involuntary Termination		Reason:		
	Resignation				
	Reduction In Workforce				
	Job Abandonment		If (no call/no show), list a minimum of 3 occurrences below.		
	1		2		3
Leave of Absence	Reason for leave:				
Time Off Request	Date From:	Date To:	Total # Days	Type: PTO	Excused Time without Pay
Collect From Employee Upon Termination of Employment					
Keys		Gas/Credit Card(s)		Assigned Manual(s)	
Computer w/Accessories		Cell Phone		Other	
Tools & Supplies		Life Vest			
Explain to Employee Upon Termination					
Payment of Earned Wages			Eligibility for Rehire		
Group Insurance/COBRA			Reason for Separation		
Unemployment Rights			Other		
Comments:					
Employee's Signature <u>[Signature]</u>			DATE <u>5/21/13</u>		
Preparer/HRing Mgr. Signature <u>[Signature]</u>			DATE <u>5/21/13</u>		
Effective Date:			Last Date Worked:		



WITNESSED TO BY 2-18-14

	Personnel Action Form	HSE 100-17
		10/08/2012

Employee Personal Data

Name (Last, First, MI)	Allen, Michael		Date of Birth: mm/dd/yyyy
SSN			Date of Hire: mm/dd/yyyy 5.21.13
Business: (circle)	Nitrogen Alaska Artificial Lifts	Wireline Holdings Coiled Tubing	(Well Testing) Equipment Production Office Location: Orlando

Employee Contact Information

Street Address			
City	State	Zip Code	
E-mail Address	Home Phone	Cell Phone	
Emergency Contact Name	Contact Phone	Relationship	

Type of Personnel Action (circle one)

New Hire / Rehire	Pay Rate: (Hourly/Monthly please specify)	Job Title:	Division:
	Phone Allowance: YES / NO Amount:	Vehicle Allowance: YES / NO Amount:	Day Bonus Rate:
Job Change	Current Title:	Current Department:	
	New Title:	New Department:	
Pay Rate Change	Current Monthly Rate: -	Current Hourly Rate: -	Current Day Rate: 375 -
	New Monthly Rate: -	New Hourly Rate: -	New Day Rate: 500 -
	Reason:	<input checked="" type="checkbox"/> Merit <input type="checkbox"/> Promotion <input checked="" type="checkbox"/> Job Reclassification <input type="checkbox"/> Additional Duties	Other (explain)
Termination	<input type="checkbox"/> Involuntary Termination Reason: <input type="checkbox"/> Resignation <input type="checkbox"/> Reduction in Workforce <input type="checkbox"/> Job Abandonment If (no call/no show), list a minimum of 3 occurrences below.		
	1	2	3
	Reason for leave:		
	Leave of Absence		
Time Off Request	Date From:	Date To:	Total # Days Type: PTO Excused Time without Pay



Collect From Employee Upon Termination of Employment


Keys	Gas/Credit Card(s)	Assigned Manual(s)
Computer w/Accessories	Cell Phone	Other
Tools & Supplies	Life Vest	

Explain to Employee Upon Termination

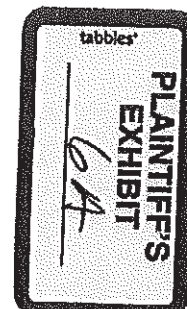
Payment of Earned Wages	Eligibility for Rehire
Group Insurance/COBRA	Reason for Separation
Unemployment Rights	Other


Comments:

Employee's Signature	DATE	Preparer/Hiring Mgr. Signature	DATE
	2-18-14		2-18-14
Sr. Mgr. Approval	DATE	Today's Date	
Effective Date:	3.1.14	Last Date Worked:	

	Personnel Action Form	HSE 100-17
		10/08/2012

Employee Personal Data					
Name (Last, First, MI) <u>Harris Nathan S</u>			Date of Birth: mm/dd/yyyy		
SSN			Date of Hire: mm/dd/yyyy <u>05/20/2013</u>		
Business: (circle)	Nitrogen Coiled Tubing Roustabout	Wireline Production Vac Services	Well Testing Equipment Water Transfer	Corporate Lifts	Office Location: <u>Odessa</u>
Employee Contact Information (Section must be completed for all actions)					
Street Address <u>8023 706 S. Kenneth</u>					
City <u>Mmonahans</u>		State <u>TX</u>		Zip Code <u>79756</u>	
E-mail Address <u>ns.harris@rockwell.com</u>		Home Phone <u>432-614-7049</u>		Cell Phone <u>432-614-7049</u>	
Emergency Contact Name <u>432-614-7782</u>		Contact Phone <u>Bonnie Harris</u>	Relationship <u>wife</u>		
Type of Personnel Action (circle one)					
<input checked="" type="radio"/> New Hire	Pay Rate: <u>4000.00</u>		Job Title: <u>Level 6: Sr. Operator Well Test</u>		Division: <u>Well Test</u>
<input type="radio"/> Rehire	Phone Allowance: (YES/NO) Amount: <u>600.00</u>		Vehicle Allowance: YES/NO Amount: <u>0</u>		Other: (Bonus/Vacation, etc) <u>12.5: 40/day</u>
Job Change	Current Title:		Current Department:		
	New Title:		New Department:		
Pay Rate Change	Current Monthly Rate:		Current Hourly Rate:		Current Day Rate:
	New Monthly Rate:		New Hourly Rate:		New Day Rate:
	Reason:	Merit Promotion	Job Reclassification Additional Duties	Other (explain)	
Termination	Involuntary Termination Reason:				
	Resignation				
	Reduction in Workforce				
	Job Abandonment If (no call/no show), list a minimum of 3 occurrences below.				
1		2		3	
Leave of Absence	Reason for leave:				
Time Off Request	Date From:	Date To:	Total # Days	Type: PTO	Excused Time without Pay
Collect From Employee Upon Termination of Employment					
Keys		Gas/Credit Card(s)		Assigned Manual(s)	
Computer w/Accessories		Cell Phone		Other	
Tools & Supplies		Life Vest			
Explain to Employee Upon Termination					
Payment of Earned Wages			Eligibility for Rehire		
Group Insurance/COBRA			Reason for Separation		
Unemployment Rights			Other		
Comments:					
Employee Signature <u>[Signature]</u>			DATE <u>5-15-13</u>		
Preparer/HR Mgr. Signature <u>[Signature]</u>			DATE <u>5-20-13</u>		
Effective Date:			Last Date Worked:		



	EMPLOYEE SEPERATION FORM	PHR-ESF
		01/03/13



Employee Personal Data


Name (Last, First, MI) <u>Allen, Michael</u>	Date of Hire: mm/dd/yyyy <u>05-21-2013</u>
SSN	Last Day Worked: mm/dd/yyyy <u>02-26-2014</u>
Business Unit: Nitrogen Wireline <u>Well Testing</u> Corporate (please circle) Coiled Tubing Production Equipment Lifts Roustabout Vac Services Water Transfer	Office Location: <u>Odessa</u>



Reason For Separation (Check One) – Provide Detailed Explanation


***** Quit *****	***** Discharge *****	***** Misc / Lack of Work *****
<input type="checkbox"/> Did not return, no notice/reason given	<input type="checkbox"/> Using Intoxicant on Job	<input type="checkbox"/> Lack of Work
<input type="checkbox"/> No reason given	<input type="checkbox"/> Intoxicated on the Job	<input type="checkbox"/> Job Eliminated
<input type="checkbox"/> Mutual Agreement (not protestable)	<input type="checkbox"/> Failed Drug or Alcohol Test	<input type="checkbox"/> Seasonal Employment
<input type="checkbox"/> Quit during temporary assignment, no notice	<input type="checkbox"/> Excessive Tardiness (give dates)	<input type="checkbox"/> Location Closed
<input type="checkbox"/> Failed to return from leave of absence	<input type="checkbox"/> Left work without permission	<input type="checkbox"/> Assignment Completed
<input type="checkbox"/> Refused offer of work	<input type="checkbox"/> Excessive Absences (give dates)	REMUNERATION PAID UPON OR AFTER SEPARATION
<input type="checkbox"/> Three days unreported absence (provide dates)	<input type="checkbox"/> Excessive Unreported Absences (dates)	
<input checked="" type="checkbox"/> Accepted another job	<input type="checkbox"/> Fighting on company property	VACATION PAY \$: _____
<input type="checkbox"/> To Leave Area	<input type="checkbox"/> Refused to perform job duties	Date From: _____
<input type="checkbox"/> Personal	<input type="checkbox"/> Misuse of Equipment	Date To: _____
<input type="checkbox"/> Transportation Problems	<input type="checkbox"/> Destruction of Company Property (Give property value)	Date Paid: _____
<input type="checkbox"/> Baby sitter Problems	<input type="checkbox"/> Violation of Company Policy	HOLIDAY PAY \$: _____
<input type="checkbox"/> Due to Medical Reasons	<input type="checkbox"/> Insubordination	Date From: _____
<input type="checkbox"/> Dissatisfied – Hours Worked	<input type="checkbox"/> Sleeping on Job	Date To: _____
<input type="checkbox"/> Dissatisfied – Working Conditions	<input type="checkbox"/> Inability to perform job (not protestable)	Date Paid: _____
<input type="checkbox"/> Dissatisfied – Performance Review	<input type="checkbox"/> Unauthorized removal of company property	SEVERANCE PAY \$: _____
<input type="checkbox"/> Dissatisfied – Career Opportunities	<input type="checkbox"/> Violation of Safety Rules / Policy	Date From: _____
<input type="checkbox"/> Dissatisfied – Co Workers	<input type="checkbox"/> Cash Shortage	Date To: _____
<input type="checkbox"/> Dissatisfied – Supervisor	<input type="checkbox"/> Improper Conduct	Date Paid: _____
<input type="checkbox"/> Walked Off Job	<input type="checkbox"/> Falsification of Records / Documents	
<input type="checkbox"/> To Stay at Home	<input type="checkbox"/> Failed to report to Work (give dates)	
<input type="checkbox"/> Attend School	<input type="checkbox"/> Not available for Work	
<input type="checkbox"/> Joined Military	<input type="checkbox"/> Discharge Other: _____	
<input type="checkbox"/> Other: _____		

Detailed Separation Remarks / Description – (Attach additional sheets if needed)

Manager Signature 	Date <u>2-27-14</u>	HR Manager Signature 	Date <u>2-27-2014</u>
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	EMPLOYEE SEPERATION FORM	PHR-ESF
		01/03/13

Employee Personal Data		
Name (Last, First, MI) <u>Harris, Nathan S.</u>	Date of Hire: mm/dd/yyyy <u>5/20/2013</u>	
SSN	Last Day Worked: mm/dd/yyyy <u>8/20/2013</u>	
Business Unit: Nitrogen Wireline <u>Well Testing</u> Corporate (please circle) Coiled Tubing Production Equipment Lifts Roustabout Vac Services Water Transfer	Office Location: <u>Odessa TX</u>	
Reason For Separation (Check One) – Provide Detailed Explanation		
***** Quit *****	***** Discharge *****	***** Misc / Lack of Work *****
<input type="checkbox"/> Did not return, no notice/reason given	<input type="checkbox"/> Using Intoxicant on Job	<input type="checkbox"/> Lack of Work
<input type="checkbox"/> No reason given	<input type="checkbox"/> Intoxicated on the Job	<input type="checkbox"/> Job Eliminated
<input type="checkbox"/> Mutual Agreement (not protestable)	<input type="checkbox"/> Failed Drug or Alcohol Test	<input type="checkbox"/> Seasonal Employment
<input type="checkbox"/> Quit during temporary assignment, no notice	<input type="checkbox"/> Excessive Tardiness (give dates)	<input type="checkbox"/> Location Closed
<input type="checkbox"/> Failed to return from leave of absence	<input type="checkbox"/> Left work without permission	<input type="checkbox"/> Assignment Completed
<input type="checkbox"/> Refused offer of work	<input type="checkbox"/> Excessive Absences (give dates)	REMUNERATION PAID UPON OR AFTER SEPARATION
<input type="checkbox"/> Three days unreported absence (provide dates)	<input type="checkbox"/> Excessive Unreported Absences (dates)	
<input checked="" type="checkbox"/> Accepted another job	<input type="checkbox"/> Fighting on company property	VACATION PAY \$: _____
<input type="checkbox"/> To Leave Area	<input type="checkbox"/> Refused to perform job duties	Date From: _____
<input type="checkbox"/> Personal	<input type="checkbox"/> Misuse of Equipment	Date To: _____
<input type="checkbox"/> Transportation Problems	<input type="checkbox"/> Destruction of Company Property (Give property value)	Date Paid: _____
<input type="checkbox"/> Baby sitter Problems	<input type="checkbox"/> Violation of Company Policy	HOLIDAY PAY \$: _____
<input type="checkbox"/> Due to Medical Reasons	<input type="checkbox"/> Insubordination	Date From: _____
<input type="checkbox"/> Dissatisfied – Hours Worked	<input type="checkbox"/> Sleeping on Job	Date To: _____
<input type="checkbox"/> Dissatisfied – Working Conditions	<input type="checkbox"/> Inability to perform job (not protestable)	Date Paid: _____
<input type="checkbox"/> Dissatisfied – Performance Review	<input type="checkbox"/> Unauthorized removal of company property	SEVERANCE PAY \$: _____
<input type="checkbox"/> Dissatisfied – Career Opportunities	<input type="checkbox"/> Violation of Safety Rules / Policy	Date From: _____
<input type="checkbox"/> Dissatisfied – Co Workers	<input type="checkbox"/> Cash Shortage	Date To: _____
<input type="checkbox"/> Dissatisfied – Supervisor	<input type="checkbox"/> Improper Conduct	Date Paid: _____
<input type="checkbox"/> Walked Off Job	<input type="checkbox"/> Falsification of Records / Documents	
<input type="checkbox"/> To Stay at Home	<input type="checkbox"/> Failed to report to Work (give dates)	
<input type="checkbox"/> Attend School	<input type="checkbox"/> Not available for Work	
<input type="checkbox"/> Joined Military	<input type="checkbox"/> Discharge Other: _____	
Other: _____		
Detailed Separation Remarks / Description – (Attach additional sheets if needed)		
Manager Signature	Date	HR Manager Signature
		
		8/23/13

	Personnel Action Form	HSE 100-17
		10/08/2012

Employee Personal Data			
Name (Last, First, MI) <u>Harris, Nathan</u>		Date of Birth: mm/dd/yyyy	
SSN		Date of Hire: mm/dd/yyyy <u>2.10.14</u>	
Business: (circle)	Nitrogen Alaska Artificial Lifts Wireline Holdings Coiled Tubing Well Testing Equipment Production	Office Location: <u>Odesa</u>	
Employee Contact Information			
Street Address			
City		State	Zip Code
E-mail Address		Home Phone	Cell Phone
Emergency Contact Name	Contact Phone	Relationship	
Type of Personnel Action (circle one)			
New Hire / Rehire	Pay Rate: (Hourly/Monthly please specify)	Job Title:	Division:
	Phone Allowance: YES / NO Amount:	Vehicle Allowance: YES / NO Amount:	Day Bonus Rate:
Job Change	Current Title:	Current Department:	
	New Title:	New Department:	
Pay Rate Change	Current Monthly Rate:	Current Hourly Rate:	Current Day Rate: <u>375</u>
	New Monthly Rate:	New Hourly Rate: <u>2</u>	New Day Rate: <u>500</u>
	Reason:	<input type="checkbox"/> Merit <input type="checkbox"/> Promotion <input checked="" type="checkbox"/> Job Reclassification <input type="checkbox"/> Additional Duties <input type="checkbox"/> Other (explain)	
	<input type="checkbox"/> Involuntary Termination Reason: <input type="checkbox"/> Resignation <input type="checkbox"/> Reduction in Workforce <input type="checkbox"/> Job Abandonment If (no call/no show), list a minimum of 3 occurrences below.		
Leave of Absence	Reason for leave:		
Time Off Request	Date From:	Date To:	Total # Days
	Type: PTO		Excused Time without Pay
Collect From Employee Upon Termination or Employment			
Keys	Gas/Credit Card(s)	Assigned Manual(s)	
Computer w/Accessories	Cell Phone	Other	
Tools & Supplies	Life Vest		
Explain to Employee Upon Termination			
Payment of Earned Wages	Eligibility for Rehire		
Group Insurance/COBRA	Reason for Separation		
Unemployment Rights	Other		
Comments:			
Employee's Signature: <u>Nathan Harris</u>		DATE: <u>2-18-14</u>	
Preparer/Hiring Mgr. Signature: <u>[Signature]</u>		DATE: <u>2-18-14</u>	
Sr. Mgr. Approval: <u>[Signature]</u>		DATE: <u>2-18-14</u>	
Effective Date: <u>3.1.14</u>	Last Date Worked:		

Posted
2/28

	EMPLOYEE SEPERATION FORM	PHR-ESF
		01/03/13


Employee Personal Data

Name (Last, First, MI) <u>Harris, Nathan S</u>	Date of Hire: mm/dd/yyyy <u>02/06/2014</u>
SSN	Last Day Worked: mm/dd/yyyy <u>09/11/2014</u>
Business Unit: Nitrogen Wireline <u>Well Testing</u> Corporate (please circle) Coiled Tubing Production Equipment Lifts Roustabout Vao Services Water Transfer	Office Location: <u>Odessa</u>

Reason For Separation (Check One) – Provide Detailed Explanation

**** Quit ****	**** Discharge ****	**** Misc / Lack of Work ****
Did not return, no notice/reason given	Using Intoxicant on Job	Lack of Work
No reason given	Intoxicated on the Job	Job Eliminated
Mutual Agreement (not protestable)	Failed Drug or Alcohol Test	Seasonal Employment
Quit during temporary assignment, no notice	Excessive Tardiness (give dates)	Location Closed
Failed to return from leave of absence	Left work without permission	Assignment Completed
Refused offer of work	Excessive Absences (give dates)	REMUNERATION PAID UPON OR AFTER SEPARATION
Three days unreported absence (provide dates)	Excessive Unreported Absences (dates)	
<input checked="" type="checkbox"/> Accepted another job	Fighting on company property	VACATION PAY \$: _____
To Leave Area	Refused to perform job duties	Date From: _____
Personal	Misuse of Equipment	Date To: _____
Transportation Problems	Destruction of Company Property (Give property value)	Date Paid: _____
Baby sitter Problems	Violation of Company Policy	HOLIDAY PAY \$: _____
Due to Medical Reasons	Insubordination	Date From: _____
Dissatisfied – Hours Worked	Sleeping on Job	Date To: _____
Dissatisfied – Working Conditions	Inability to perform job (not protestable)	Date Paid: _____
Dissatisfied – Performance Review	Unauthorized removal of company property	SEVERANCE PAY \$: _____
Dissatisfied – Career Opportunities	Violation of Safety Rules / Policy	Date From: _____
Dissatisfied – Co Workers	Cash Shortage	Date To: _____
Dissatisfied – Supervisor	Improper Conduct	Date Paid: _____
Walked Off Job	Falsification of Records / Documents	
To Stay at Home	Failed to report to Work (give dates)	
Attend School	Not available for Work	
Joined Military	Discharge Other:	
Other:		

Detailed Separation Remarks / Description – (Attach additional sheets if needed)

Manager Signature	Date	HR Manager Signature	Date
	<u>9-11-14</u>		



September 11, 2013

Notice To Employees

Effective October 1, 2013 the pay structure will be changed for all Level I, II, and III employees. The purpose of this change is to comply with changing federal labor law requirements as well as to increase our ability and effectiveness in tracking personnel as they move from Level I to Level III. These employees will be paid on an hourly rate, calculated based on the monthly salary currently received.

In order to determine the applicable hourly pay rate conversion, we have consulted with our Payroll, HR and Management Departments, as well as, taken into consideration the effect these updates will have on our job bidding process and our ability to maintain competitiveness when quoting against other Well Test Service Companies. We feel the decisions made here are fair and in line with other companies that offer the same type of Well Test services as Priority.

The Hourly Rates are below:

Level	Hourly Rate	Overtime Rate
I	8.00	12.00
II	9.00	13.50
III	10.50	15.75

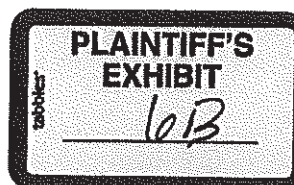
Employees must clock in at the office before leaving for location. If the employee is working at the shop, he/she must clock in and out daily. New Time Clocks are being installed for this purpose and will be up and running prior to the October 1 start date.

While an employee is working on location for a complete 24 hour cycle, he will have been considered working for 21 hours. This will account for any breaks, meals, sleep the employee will have while on location. Levels I, II and III will no longer have bonus day pay for field time or rig ups/rig downs and will be paid strictly on an hourly basis.

There will be no change to the Per Diem and H2S bonus policy. Employees will continue receiving this.

Thank you,

Russell Bird





1/16/15

MEMO

TO: All Employees

FROM: Russell Bird

RE: Pay Rate Changes

During the past couple of months we met with several of our customers about next year's business. We were told we will have to reduce our pricing in order to keep their work. This, along with other fluctuating market conditions and increased overhead due to insurance and taxes, has forced us to make some changes within our company. The change concerning PWT Field Operators is as follows:
Effective February 1, 2015

Level 6 & Level 7 – Odessa and Pleasanton day rates will be brought back to match Henderson and College Station's rate of \$375/day.

Level 5 – Salary is converted to \$15.00/hour and will no longer have a day bonus but will continue with perdiem and H2S perdiem. Overtime after 40 is 1 ½ time and Holiday Pay is 8 hours of regular pay in addition to the hours already worked. (Example: if you work 10 hours on a holiday, you will be paid 10 hours at \$15.00/hour plus you will get an additional 8 hours of holiday pay at \$15.00/hour)

Level 4 – Salary is converted to \$13.00/hour and will no longer have a day bonus but will continue with perdiem and H2S perdiem. Overtime after 40 is 1 ½ time and Holiday Pay is 8 hours of regular pay in addition to the hours already worked. (Example: if you work 10 hours on a holiday, you will be paid 10 hours at \$13.00/hour plus you will get an additional 8 hours of holiday pay at \$13.00/hour).

Previously, with hourly pay, we have credited employees 21 hours each day on location. We are raising that and will credit each employee 24 hours for each day on location. As in the past, employees need to remember to clock in before leaving to work in the field and then clock out when they are relieved to return home.

Also, there will be a freeze on pay raises for the first couple of months of 2015.

Thank you and we appreciate all you do for Priority Well Testing.



PRIORITY 001618

EXHIBIT A

Michael Allen and Nathan Scott Harris vs. Priority Energy Services, LLC et al. Case No. 7:16-CV-00047-RAJ
 Defendants' Privilege Log

Email/Sent/Doc Date	Email From	Email To	Email CC	Description	Document Type	Priv. Reason
8/22/2012	Debbie Todd	Michael T. Tusa, Jr.		Email regarding legal advice relating to legal proceedings	eMail	Work-Product; Attorney-Client Communication
4/27/2015	Dennis Clifford	Debbie King	John Collins	Email regarding legal advice relating to legal proceedings	eMail	Work-Product; Attorney-Client Communication
3/15/2016	Dennis Clifford	Debbie King		Email regarding legal advice relating to legal proceedings	eMail	Work-Product; Attorney-Client Communication
ongoing	MHKH Attorneys/Staff	Priority Management		Email regarding legal advice after commencement of litigation	eMail	Work-Product; Attorney-Client Communication
ongoing	MHKH Attorneys/Staff	MHKH Attorneys/Staff		Internal emails regarding work product and legal advice after commencement of litigation	eMail	Work-Product; Attorney-Client Communication

